



Superhouse Limited

(A Government of India recognized Export Trading House)

Regd. Office: 150 Feet Road, Jajmau, Kanpur-208010 (India)

CIN: L24231UP1980PLC004910 Tel: (0512) 2463373 Fax: (0512) 2460814

email: share@superhouse.in url: http://www.superhouse.in

POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013]

To,

The Members of

Superhouse Limited

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for the consent of the shareholders of the Company on the proposed resolutions stated hereunder by way of Postal Ballot.

1. To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft object clause III of the Memorandum of Association submitted to this meeting be and is hereby approved and adopted in substitution, and to the entire exclusion, of the existing object clause III of Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

2. To consider and if thought fit to pass with or without modification(s) the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the following substitution, insertion and deletion be made in the Memorandum of Association of the company:-

- a. The words "The Companies Act, 1956" wherever appeared in the Memorandum of Association of the company be replaced with the words "The Companies Act, 2013."
- b. The liability Clause IV of the Memorandum of Association of the Company be substituted as under 'IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.'
- c. The word "Authorized" be deleted from the Capital Clause V of the Memorandum of Association of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Place : KANPUR

Date : 1st August, 2014

(R.K. Agrawal)
Company Secretary



NOTES:-

1. An Explanatory Statement pursuant to Section 102 (2) of the Companies Act, 2013 in respect of matters specified above is annexed hereto.
2. The Notice is being sent to all the members, whose names appear on the Registrar of Members and Record of Depositories as on Friday, the 1st August, 2014. The shareholders who have provided their e-mail Id shall receive the notice by e-mail and those who do not have their e-mail Id shall receive the notice along with Postal Ballot Form by post.
3. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is pleased to offer an e-voting facility, as an alternative, to all the Shareholders of the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable shareholders to cast their vote electronically instead of dispatching Postal Ballot Form. e-voting is optional.
4. The Scrutinizer will submit his report to Mr. Mukhtarul Amin, the Chairman and Managing Director of the Company after completion of the scrutiny of the Postal Ballot forms and e-voting process
5. The result of the Postal Ballot and e-voting process shall be announced by the Chairman on 24th September, 2014 at the Registered Office of the Company and the Resolutions will be taken as passed effectively on the date of the announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the shareholders has assented to the Resolutions. The result of Postal Ballot shall be declared by placing it along with the scrutinizers' report on the website of the Company and announced through a newspaper advertisement.
6. All documents referred to in accompanying Notice and Explanatory Statement shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 10.00 AM to 3.00 PM upto the date of declaration of results of Postal Ballot.

By Order of the Board

Place : KANPUR
Date : 1st August, 2014

(R.K. Agrawal)
Company Secretary

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE OF POSTAL BALLOT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1 AND 2

With the coming into force the Companies Act, 2013 the object clause of Memorandum requires alteration to make the same in consonance with Table-A of schedule I of the Companies Act, 2013. The company is entitled to commence all the business mentioned in clause III-C containing other objects of the company. As per provision of the new Companies Act, 2013 the other objects are not required to be mentioned in object clause of the Memorandum of Association.

Hence, all the objects mentioned in other objected clause are proposed to be inserted in the existing main object clause of Memorandum of Association of the company and to delete the existing other object clause contained in clause III.C of the Memorandum of Association of the Company.

Further, some other changes as mentioned in the resolution No.2 are being made in the Memorandum of Association of the Company to keep the memorandum in consonance with Table-A of Section-I of the Companies Act, 2013.

By Order of the Board

Place : KANPUR
Date : 1st August, 2014

(R.K. Agrawal)
Company Secretary



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POSTAL BALLOT FORM

[To be returned to Scrutinizer appointed by the Company]

Serial No. :

1.	Name and address of the Shareholder(s) including Joint-holders, if any (IN BLOCK LETTERS)			
2.	DP ID No./Client ID No./ Registered Folio No		No. of Equity Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the businesses stated in the Notice dated 1st August, 2014 of the Company by sending my/our assent or dissent to the said Resolutions by **placing (✓) mark** in the appropriate box below

Item No.	Description of the Resolution	Number of shares for which vote cast	I/We assent to the Resolution	I/We dissent to the
1.	Special Resolution under section 13 of the Companies Act, 2013 for alteration of object clause of Memorandum of Association of the Company.			
2.	Special Resolution under section 13 of the Companies Act, 2013 for making small alterations to keep the Memorandum of Association in consonance with Table-A of section-I of the Companies Act, 2013.			

Place :

Date :

#E-mail : #Tel. No.

Optional

NOTE : Kindly read the instructions printed overleaf before filling the form

(Signature of the Shareholder)

cut here----- -----

EVOTING PARTICULARS FOR ANNUAL GENERAL MEETING AND POSTAL BALLOT ITEMS

PARTICULARS	EVEN No.	USER ID	PASSWORD/PIN
Even (E-voting even No.) for the purpose of Annual General Meeting			
Even (E-voting even No.) for the purpose of Postal Ballot			

**INSTRUCTIONS FOR POSTAL BALLOT**

1. A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot form and send it to The Scrutinizer, Superhouse Limited, 150 Feet Road, Jajmau, Kanpur-208010. The envelope containing the postal Ballot should reach the Scrutinizer not later than the close of business hours on 19th September, 2014. If the ballots are received thereafter they shall be deemed to be not received.
2. The Company has appointed Mr. G K Bantia, Practicing Company Secretary as "Scrutinizer" and Mr. Rajesh Parasramka, Practicing Chartered Accountant as an "Alternate Scrutinizer" for conducting the entire postal ballot/e-voting process in accordance with the law and in a fair and transparent manner.
3. The Postal Ballot Form should be completed and signed by the Sole/ First named shareholder. In the absence of the first named shareholder in a joint holding, the Form may be completed and signed by the next named shareholder.
4. In case holders of power of attorney sign the postal ballot form, reference of power of attorney registration by the Company should be mentioned in the postal ballot form.
5. The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent Postal Ballot Form bearing (✓) in both the column will render the form invalid.
6. Incomplete, unsigned/ not ticked or incorrectly filed Postal Ballot Forms are liable to be rejected by the Scrutinizer.
7. Kindly note that the Members can opt only one mode of voting i.e. either by physical Ballot or e-voting. If you are opting for e-voting, then do not vote by physical Ballot also and vice versa. However, in case member has voted both in physical as well as e-voting, then voting done through valid physical Ballot shall prevail and voting done by e-voting will be treated as invalid.
8. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or from the 'Investors' page on the website of the Company www.superhouse.in. The Shareholders can also seek duplicate Postal Ballot Form from M/s Skyline Financial Services (P) Limited, D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. Notice of postal ballot shall also be available on the website of the Company (www.superhouse.in) and RTA (www.skylinerta.com).

INSTRUCTIONS FOR E-VOTING

1. Please note the two E-voting Events have been created by NSDL, one for the items of Postal Ballot and another for the items of Annual General Meeting. The members may e-vote for both the events by using same user ID and Password. The procedure for e-voting shall be as under:-
 - a. In case of shareholders receiving e-mail from NSDL
 - (i) Open the e-mail and open the attached PDF file with your Client ID or Folio No. as password. The said pdf file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder-Login.
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Superhouse Limited for Postal Ballot or Annual General Meeting as the case may be.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail share@superhousegroup.com with a copy marked to evoting@nsdl.co.in
 - (xiii) The voting period for e-voting module for both the purposes i.e. Postal Ballot and Annual General Meeting ends at 6.00 PM on Friday, the 19th September, 2014. The e-voting module shall thereafter be disabled by NSDL.
 - b. In case of shareholders receiving Postal Ballot or E-voting Particulars for Annual General Meeting by Post:
 - (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

PARTICULARS	EVEN NO.	USER ID	PASSWORD/PIN
Even (E-voting even No.) for the purpose of Annual General Meeting			
Even (E-voting even No.) for the purpose of Postal Ballot			

2. (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast the vote.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com
4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password by casting your vote.
5. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
6. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 1st August, 2014.

By Order of the Board

Place : KANPUR
Date : 1st August, 2014

(R.K. Agrawal)
Company Secretary